

**BYLAWS**  
**OF**  
**TENDERLOVE COMMUNITY CENTER, INC.**

Resolved, that the Board of Directors, do hereby assent to these Bylaws adopted August 2, 2012, to supersede any and all other rules of order.

**ARTICLE ONE**  
**NAME**

The legally constituted name of the corporation shall be "TenderLove Community Center, Inc."

**ARTICLE TWO**  
**PURPOSES**

TenderLove Community Center is organized exclusively for charitable, literary, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future tax code; and, to do any and everything necessary and proper for the accomplishment of the objects of the corporation; to engage in any lawful business or activity related thereto; and to engage in any lawful act or activity for which corporations may be organized under Nonprofit Corporation Code.

The corporation does not contemplate pecuniary gain or profit, direct or indirect for its directors and officers.

The specific purposes regardless of race, and religious are:

- To empower homeless, near homeless and low-income women for a better future through our 12 month training program.
- Help break the cycle of homelessness in the community through life skills training and job placement
- To provide transitional housing for the clients in our program during their training period
- To provide free bus passes, lunches and clothing to our clients during their training period

**ARTICLE THREE**  
**OFFICES**

The principal office of the corporation shall be located in the City of Albuquerque, and State of New Mexico. The corporation may have such other offices, as the Board of Directors may determine from time to time.

**ARTICLE FOUR  
BOARD OF DIRECTORS**

**Section 1: General Powers**

The Board of Directors shall have no right, power, and authority to encumber any property of the corporation, real or personal, except on an affirmation vote of not less than two-thirds of the members of the Board.

Directors need not be residents of the state of New Mexico

**Section 2. Number, Tenure, and Qualifications**

The number of directors shall be no less than three (3) or more than fifteen (15), who shall be elected by the Directors in office to serve for a three (3) year term with the right of succession, or until resignation or disqualification. Such Directors shall be elected and/or re-elected for an additional term at the annual meeting of the Board.

In addition, the Executive Director shall serve as non-voting ex-officio member of the board.

Vacancies on the Board shall be filled by election of remaining members thereof, provided that the affirmative vote of not less than the majority of actual remaining members shall be required for the filling of any vacancy; and, for the newly created Directorship resulting from an increase in the number of Directors and vacancies occurring in the board for any reason except the removal of Directors in the office. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the term designated.

The Chairman of the Board of Directors shall preside at all board meetings unless he/she so designates that some one else is to serve in his/her absence.

The Board carries out its program and exercises its control through the Chief Executive Officer of the corporation. Good relations between the Board and the CEO are maintained when there is a clear understanding regarding their respective duties and functions.

**Section 3. Regular Meetings**

A regular meeting of the Board of Directors shall be held without any other notice than required by these Bylaws. The Board of Directors may provide, by resolution the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at that principal office in the absence of any designation in the resolution.

**Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by at the request of the President or any two Directors, and shall be held at the principal office of the corporation or at such other places as the Directors may determine.

#### Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation.

#### Section 6. Manner of Acting

The act of the majority of Directors present at the meeting at which a quorum is present shall be the act of the Directors. A quorum at any meeting of the Board of Directors shall consist of a majority of the Directors present, which shall be sufficient for any transaction of any business provided that one of the members present is the President.

#### Section 7. Presumption of Assent

A Director of the corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Chair of the meeting before the adjournment thereof; or shall forward such dissent by registered mail to the secretary of the corporation immediately following adjournment of the meeting. Such right to dissent shall not apply to one who voted in favor of such action.

#### Section 8. Quorum

A majority of the Board of Directors shall constitute a quorum for the conducting of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### Section 9. Board Decisions

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

#### Section 10. Vacancies

Any vacancy occurring in the Board of Directors, and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the board. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor's office.

#### Section 11. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.

#### Section 12. Duties

It shall be the duties of the Board of Directors:

- (a) To keep a complete recording of all its acts and of the proceedings of its meetings, and to present true statements at the annual meeting of the board showing in detail the condition of the affairs of the corporation.
- (b) To supervise all officers, agents, and employees, and to see that their duties are properly performed; and to see that all officers and employees who handle funds are adequately bonded.
- (c) To cause to be issued proper authority to its officers in the performance of their duties.
- (d) To cause to be installed and/or maintained such a system of bookkeeping and auditing that each active board member may know and be advised fully from time to time concerning the receipts, disbursements and operations of the corporation.
- (e) To authorize the execution by this corporation of all contracts between it and others.

### ARTICLE FIVE OFFICERS

#### Section 1. Officers

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries or treasurers, as it may deem desirable; such officers have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, secretary.

#### Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting such election shall be held as soon as it is convenient. New offices may be elected and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected.

#### Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board, whenever in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights of any of the officer(s) so removed.

## Section 5. Powers and Duties

The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. Such duties shall include:

- (a) **Chairman of the Board.** The Chairman of the Board of Directors shall when present, preside at all meetings of the Board and shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors.
- (b) **Secretary.** It shall be the duty of the Secretary to keep a record of the meetings of the Board of Directors in a well-bound book or books and furnish copies thereof in the way and manner and to the extent prescribed by the Board of Directors. He/she shall have the custody of the seal of the corporation, and all books and records of the corporation. He/she shall issue notices of all meetings of the directors as required by these Bylaws or the Board of Directors. He/she shall discharge such other duties pertaining to his/her office of Secretary, or such as may be from time to time by the Board of Directors. The secretary may be assisted in the exercise of his/ her powers and discharge of his/her duties by one or more assistant secretaries duly elected by the Board of Directors for that purpose.
- (c) **Treasurer.** The treasurer shall receive, have in charge and be responsible for all money, bills, notes, and other property coming into his possession belonging to this corporation, and shall do with the same as may be ordered by the Board of Directors. All property, books, money, paper, and other property of the corporation in his/her hands are held in trust for the directors. The Treasurer may be assisted in the exercise of his/her power and the discharge of his/her duties by one or more assistant treasurers duly elected by the Board of Directors for that purpose.

## ARTICLE SEVEN FISCAL YEAR

The fiscal year of this corporation shall be the calendar year.

## ARTICLE EIGHT RULES OF PROCEDURE

The rules of procedure at meetings of the members of the corporation shall be according to Roberts Rules of Order, Revised so far as applicable and when not inconsistent with these Bylaws.

The rules of procedure may be suspended by majority vote of those present and voting at any meeting.

### 8:1. Resignation

Any Director may resign at any time by given notice to the president. Unless otherwise specified, such resignation shall be effective upon the receipt by president or the Executive Director.

#### 8.2, Constructive Resignation.

A director who fails to attend three consecutive meetings of the Board, except for emergency meetings, shall be deemed to have resigned from the board, unless good cause for absence and a continuing interest in participation on the board are recognized by the Board.

### ARTICLE NINE CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### Section 1. Contracts.

The Board of Directors may authorize any official and/ or officer agent or agents of the corporation in addition to the officers so authorized by these Bylaws; to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or related to specific instances.

#### Section 2. Checks. Drafts. Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the Treasurer and the President of the corporation.

#### Section 3- Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation contributions, gifts, bequests or devise for the good purpose of the corporation.

### ARTICLE TEN POWER OF BOARD TO LOAN OR BORROW MONEY

The board of Directors shall have full power and authority to loan or borrow money whenever at the discretion of the board in the general interests of this corporation, and in such case, the board of directors may authorize the proper officers of this corporation to make, execute and deliver in the name and on behalf of this corporation such notes, bonds and other evidence of indebtedness as said board shall deem proper, and said board shall have full power to mortgage the property of this corporation, or any part thereof, as security for indebtedness.

### ARTICLE ELEVEN

#### BOOKS AND RECORDS

The corporation shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Board member, or his agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE TWELVE WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Mexico Non Profit Corporation Code or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE THIRTEEN AMENDMENT OF BYLAWS

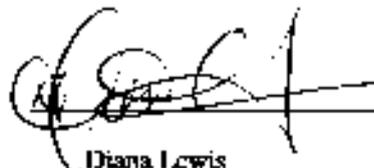
The Board of Directors shall have the power to amend the Bylaws or adopt new Bylaws provided that the Bylaws at no time shall contain any provisions inconsistent with the law or Articles of Incorporation.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least fifteen day's written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meetings.

IN WITNESS WHEREOF, the undersigned designated officer authorized to sign official documents for the TenderLove Community Center, Inc, has hereunto executed these bylaws on this the 2<sup>nd</sup> day of August, 2012.

 (SEAL)

Debbie Johnson  
Executive Director

 (SEAL)

Diana Lewis  
Board Secretary